

# Bylaws

**THE COLLEGE OF FELLOWS  
OF THE AMERICAN INSTITUTE OF ARCHITECTS**  
August 2005

1. THE COLLEGE OF FELLOWS
  - 1.1 The college of Fellows of The American Institute of Architects (“AIA” or “Institute”) is composed of those AIA members who have been advanced to Fellowship in accordance with the Bylaws of the AIA.
2. PURPOSE.
  - 2.1 The purpose of the College of Fellows is to stimulate a sharing of interest among Fellows; to promote the purposes of the Institute; to advance the profession of architecture; and to be of ever-increasing services to society.
3. OFFICERS.
  - 3.1 The Officers of the College of Fellows and their terms of office shall be as follows:
    - 3.2 THE CHANCELLOR shall serve a single one-year term which shall immediately follow a term as Vice Chancellor.
    - 3.3 THE VICE CHANCELLOR shall serve a single year term in this office and shall succeed to the office of Chancellor.
    - 3.4 THE SECRETARY shall serve a single two-year term in this office and shall succeed to the office of Vice Chancellor upon election by the members of the College.
    - 3.5 THE BURSAR shall serve a single two-year term in this office and shall succeed to the office of Chancellor upon election by the members of the College.
4. ELECTION OF OFFICERS
  - 4.1 The Officers shall be elected at the annual business meeting held at the time and place of the AIA Convention, and shall take office at the time of the annual meeting of the AIA Board of Directors. The Fellows present shall elect a Vice Chancellor each year and a Secretary and Bursar in alternate years. The Secretary shall be elected in odd numbered years; the Bursar shall be elected in even numbered years.
5. DUTIES OF THE OFFICERS.
  - 5.1 The Chancellor shall act as presiding officer at the annual business meeting, Convocation of Fellows, and at meetings of the Executive Committee of the College of Fellows. The Chancellor shall perform all the duties incidental to the

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office, those required by law and these Bylaws, and those properly delegated to the office by the Executive Committee of the College of Fellows.

- 5.2 The Vice Chancellor shall assume all the powers and the duties of the Chancellor in the event of absence or disability of the Chancellor and shall perform other duties assigned by the Executive Committee of the College of Fellows or by the Chancellor.
- 5.3 The Secretary shall record all actions taken at the annual business meeting and meetings of the Executive Committee of the College of Fellows and shall furnish a copy thereof to the Institute.
- 5.4 The Bursar shall be responsible for the financial affairs of the College of Fellows and shall serve without bond. The Bursar undertakes such related responsibilities as are assigned by the Executive Committee of the College of Fellows. The Bursar shall authorize disbursements from the College of Fellows Endowment Fund with the approval of the Executive Committee of the College of Fellows.

6. THE EXECUTIVE COMMITTEE OF THE COLLEGE OF FELLOWS

- 6.1 The officers of the College of Fellows shall constitute the Executive Committee, of which the Chancellor shall be Chairman and the Vice Chancellor shall be Vice Chairman. The Executive Committee shall be responsible for the conduct of the affairs of the College of Fellows, and, as the Advisory committee of the College of Fellows Endowment Fund, shall be responsible for soliciting contributions from the members of the College of Fellows for the Fund and for approving disbursements from the Fund. The Executive Committee of the College of Fellows shall report to the membership of the College of Fellows at each annual business meeting and shall submit written reports to the AIA Board of Directors at its annual meeting.

7. VACANCIES IN OFFICE.

- 7.1 In the event an officer cannot or does not fulfill the duties of the office, the remaining members of the Executive Committee of the College of Fellows shall appoint a member of the College of Fellows to serve out the original elected officer's term, with full rights and title to the office. If the Chancellorship becomes vacant, the Vice Chancellor shall immediately succeed to the unexpired term of the Chancellor, and on completion of that term, shall continue to serve as Chancellor for a full one-year term. The Executives Committee of the College of Fellows shall appoint a new Vice Chancellor who shall complete the term of the original Vice Chancellor but who, unless duly elected, shall not succeed to Chancellorship. All officers shall remain in office until their successors are duly elected and installed.

8. ANNUAL BUSINESS MEETING.

- 8.1 A business meeting shall be held annually at the time and place of the AIA Convention. Notice of the business meeting shall be sent to all Fellows at least thirty days prior to the meetings.

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8.2 A quorum at the annual business meeting shall consist of not less than fifty (50) Fellows representing not less than twenty-five (25) AIA components.

8.3 Any motions, resolutions or proposed amendments to these Bylaws must be presented in writing to the Secretary not fewer than six (6) weeks in advance of the annual business meeting in order that the Secretary may properly notify the membership. All actions taken at the annual business meeting shall be, subject to the approval, if required, of the AIA Board of Directors.

9. COMMITTEES

9.1 The Executive Committee of the College of Fellows shall appoint a Nominating Committee to propose a slate of officers for election by the membership at the annual business meeting. The Nominating Committee shall be chaired by the Vice Chancellor who shall forward to the Executive Committee a recommendation from the members of the committee. The Nominating Committee shall consist of, in addition to the Vice Chancellor, a past chair of the Jury of Fellows, a Regional Representative of the College, a College of Fellows member at large and a former member of the AIA Board of Directors.

9.2 Other committee as may be needed, may be appointed by the Chancellor or the Executive Committee of the College of Fellows.

10. AMENDMENTS.

10.1 These Bylaws may be amended: (1) at the annual business meeting by a vote of not less than two-thirds of those present; (2) by letter ballot by a majority of those voting, provided at least 100 ballots are returned, or (3) by the Executive Committee of the College of Fellows at any meeting thereof, subject to the limitations set forth in section 1.3 of the AIA Bylaws. All amendments shall be subject to the approval of the AIA Board of Directors.

11. THE AMERICAN INSTITUTE OF ARCHITECTS COLLEGE OF FELLOWS FUND, INC.

11.1 In 2003 The American Institute of Architects College of Fellows Fund, Inc. was organized as a corporation under the laws of the District of Columbia and received approval from the Internal Revenue service to operate as a not-for-profit organization subject to the provisions of Section 501(c)(3) of the Internal Revenue Code. The governance of that organization is as shown in its bylaws.

12. OPERATING PROCEDURES

12.1 The Executive Committee of the College of Fellows may establish such operating procedures as may be necessary to administer the activities of the College of Fellows, which shall be subject to the approval of the AIA Board of Directors.

13. REGIONAL REPRESENTATIVES

13.1 The College of Fellows Executive Committee recognizes and, in general, promotes and regulates the establishment of the office of Regional

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Representative in order to assist and duly promote the activities for the good of the College. Each region shall be entitled to at least one Regional Representative, but no region shall be entitled to a greater number of Regional Representatives than the number of regional directorships allocated to it on the AIA Board of Directors.

13.2 DUTIES

The duties of each Regional Representative shall be general in nature, but shall include the promotion of communication, information and dialog concerning the Institute of the College of Fellows within the region he/she represents. Each Regional Representative shall work with the AIA components to promote and encourage advancement to Fellowship, disseminating helpful information and direction to the members of the Region represented. Regional Representatives shall assist in the distribution and advancement of *The Fellowscope* and other communications efforts by the Chair and /or the Executive Committee of the College of Fellows.

13.3 TERM

The term of office of each Regional Representative shall be for a period of three (3) years, with no opportunity of succession for another consecutive term. Notwithstanding the limitation stated in the preceding sentence, the Chair and the College of Fellows Executive Committee together shall have the authority to extend the term of a Regional Representative for good cause for a period not to exceed one (1) year. In addition, a Regional Representative may serve more than one (1) term, so long as the succeeding term does not immediately follow the earlier term of office.

13.4 CHAIR:

The Chair shall be selected from among the current Regional Representatives one year in advance of his/her service as Chair, and the Executive Committee of the College of Fellows shall be so notified of the selection. The then-current Chair shall preside over the selection, which shall be noticed to the then-current Regional Representatives and shall be conducted one year in advance of the term of the incoming Chair. The term of the Chair shall be for a term of three (3) years and will allow no opportunity for succession.

The Chair will be responsible for communicating with the Regional Representatives through the existing newsletter. The Chair will identify key dates throughout the year for related Fellows Activities such as nominations for Fellowship, Latrobe Fellow call for entries, call for officer nominations for the College of Fellows Executive Committee, etc. The Chair will also establish the agenda for the annual meeting of the Regional Representatives.

13.5 NOTICE:

In the year before a Regional Representative's term expires, he/she shall notify all Fellows in the Region either directly or through each component's newsletter or other appropriate communication device. The notification shall state that a vacancy will exist for a new Regional Representative to be appointed, and shall include a process by which potential candidates for the office of the Regional

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Representatives may submit expressions of interest to the then-current Regional Representative.

13.6 REVIEW/RANKING

After receiving and reviewing expressions of interest by potential candidates, the then-current Regional Representative shall forward to the Chair, at least six months prior to the expiration of the term, three names, ranked in order of preference, with a brief comment about each.

13.7 CHAIR, COLLEGE OF FELLOWS REVIEW/APPOINTMENT

The Chair shall review the nominations received and promptly forward them, together with his/her concurrence and/or recommendation to the Executive Committee of the College of Fellows. The Executive Committee of the College of Fellows shall convene prior to the Annual Meeting to act upon the slate so forwarded.

13.8 ANNUAL MEETING:

There shall be a meeting of the Regional Representatives with the Executive Committee of the College of Fellows each year, when the AIA National Convention takes place. The Chair and the Executive Committee of the College of Fellows and the Director of the College of Fellows shall set the annual meeting at such time and place as may be appropriate to the location and opportunity available. The Chair will so notify the Regional Representatives of the time and place.

13.9 REPORTS:

Each Regional Representative shall forward to the Chair of the Regional Representatives, a report summarizing the activities of that Regional Representatives in his/her region. The report shall include suggestions and objectives for the coming year. The report shall be received in time for distribution and report at the annual meeting.

[End of the Bylaws]

Respectfully Submitted:  
Frank E. Lucas, FAIA  
Secretary  
College of Fellows  
The American Institute of Architects

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